

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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:
RONALD CANTOR, IVAN SNYDER and
JAMES A. SCARPONE, as TRUSTEES OF
THE MAFCO LITIGATION TRUST, :

Plaintiffs, :

- against - :

RONALD O. PERELMAN,
MAFCO HOLDINGS INC.,
MacANDREWS & FORBES HOLDINGS INC.,
ANDREWS GROUP INCORPORATED,
WILLIAM C. BEVINS and
DONALD G. DRAPKIN, :

Defendants. :

No. 97-CIV-586-KAJ

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**DECLARATION OF JONATHAN GOTTFRIED IN SUPPORT OF
PLAINTIFFS' MOTION TO EXCLUDE THE TESTIMONY OF LAWRENCE A.
HAMERMESH AND CERTAIN OPINIONS OF ROBERT W. HOLTHAUSEN**

Jonathan Gottfried declares:

1. I am an associate with Friedman Kaplan Seiler & Adelman LLP, attorneys for plaintiffs in this action, and have been admitted to this Court *pro hac vice*. I submit this declaration in support of plaintiffs' motion for an order excluding from evidence: (a) the proposed testimony of defendants' expert Professor Lawrence A. Hamermesh, on the ground that Professor Hamermesh is offering an opinion as to matters of Delaware law, which is not a proper subject for expert testimony, and (b) the opinions in paragraphs 7 through 9 and 15 through 23 of the Expert Rebuttal Report of defendants' expert Professor Robert W. Holthausen on the ground that Professor Holthausen's

proposed testimony as to damages is based on an incorrect legal theory concerning the measure of damages.

2. Attached as Exhibit 1 is a copy of the Fourth Amended Joint Plan of Reorganization in *In re Marvel Entertainment Group, Inc., et al.*, Case No. 97-638 (D. Del.).

3. Attached as Exhibit 2 is a copy of the Consent Order (1) Approving Stipulation And Agreement Effecting Consensual Amendment To Third Amended Joint Plan of Reorganization Proposed By The Secured Lenders And Toy Biz, Inc, (2) Confirming Fourth Amended Joint Plan of Reorganization Proposed By The Secured Lenders And Toy Biz, Inc. and (3) Establishing Bar For Fee Applications And Administration Expense Claims, in *In re Marvel Entertainment Group, Inc., et al.*, Case No. 97-638 (D. Del.), signed by Judge McKelvie on July 31, 1998.

4. Attached as Exhibit 3 is a copy of the Expert Report of Lawrence A. Hamermesh dated January 13, 2006.

5. Attached as Exhibit 4 is a copy, in minuscrit form, of the transcript of the deposition of Lawrence A. Hamermesh on May 8, 2006.

6. Attached as Exhibit 5 is a copy of the Rebuttal Report of Justice Joseph T. Walsh, Retired, dated March 1, 2006.

7. Attached as Exhibit 6 is a copy of the Report of Jeffrey L. Baliban dated January 13, 2006.

8. Attached as Exhibit 7 is a copy of the Expert Rebuttal Report of Robert W. Holthausen dated March 3, 2006.

9. Attached as Exhibit 8 is a copy of the Expert Report of Robert W. Holthausen dated March 15, 2002.

10. Attached as Exhibit 9 is a copy, in minuscrit form, of the transcript of the deposition of Robert W. Holthausen on April 20, 2006.

11. I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 1, 2006 at New York, New York.



Jonathan Gottfried

CERTIFICATE OF SERVICE

I hereby certify that on this 1st day of June 2006, I hand delivered and electronically filed
DECLARATION OF JONATHAN GOTTFRIED IN SUPPORT OF PLAINTIFFS'
MOTION TO EXCLUDE THE TESTIMONY OF LAWRENCE A. HAMERMESH AND
CERTAIN OPINIONS OF ROBERT W. HOLTHAUSEN with the Clerk of Court using
CM/ECF which will send notification of such filing to the following:

Anthony W. Clark, Esquire
Skadden Arps Slate Meagher & Flom LLP
One Rodney Square
Wilmington, DE 19899

/s/ Tiffany Geyer Lydon

Tiffany Geyer Lydon